

RECORDATION NO. 29868 FILED

AUG 22 2011 4 35 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

August 22, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of August 22, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, Illinois 62062
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Assignee:	The Huntington National Bank 105 East Fourth Street Cincinnati, Ohio 45202
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Section Chief  
August 3, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document  
is

100 railcars HWCX 5100 - HWCX 5199

A short summary of the document to appear in the index is.

Memorandum of Assignment of Railcar Lease

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ed M Luria".

Edward M. Luria

RWA/EML/bhs  
Enclosures

AUG 22 '11 -4 35 PM

**FORM OF MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**

(Surface Transportation Board)

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of August 22, 2011 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and THE HUNTINGTON NATIONAL BANK (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to Halliburton Energy Services, Inc., as lessee (the "Lessee"), one-hundred (100) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #2 dated as of November 30, 2010, as amended by the First Amendment of Schedule #2 dated as of August 1, 2011, each by and between Assignor, as lessor, and Lessee, as lessee, to the Master Railcar Lease Agreement dated as of November 30, 2010 by and between Assignor, as lessor and Lessee (collectively, as amended, the "Lease").


B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[Signatures appear on the following pages]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written

MIDWEST RAILCAR CORPORATION  
as Assignor

By.   
Richard M. Folio  
Executive Vice President

STATE OF MARYLAND    )  
                                  ) SS  
CITY OF BALTIMORE    )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 29<sup>th</sup> day of July, 2011 by Richard M. Folio, as the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires ~~September 20, 2005~~

  
Notary Public

My commission expires 7/8/14

[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

THE HUNTINGTON NATIONAL BANK  
("Assignee")

By. [Signature] (SEAL)  
Name: Kim Trombetta  
Title: Senior Vice President

STATE OF Ohio)

) SS:

COUNTY OF Hamilton)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Hamilton this 22<sup>nd</sup> day of August, 2011 by Kim Trombetta, as a Senior Vice President of THE HUNTINGTON NATIONAL BANK, a National Banking Institution.

[Signature]  
Notary Public

My commission expires



DARLENE WILLIAMS  
Notary Public, State of Ohio  
My Commission Expires May 13, 2014

[Notarial Seal]

Schedule I  
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

One Hundred (100) railcars bearing the following reporting marks and numbers:

HWCX 5100 – HWCX 5199, Inclusive

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

8-22-11



Robert W Alvord